

TRAILS WEST HOCKEY ASSOCIATION

BYLAWS

as amended and restated by the members as of May 12, 2016 and effective upon the registration of these bylaws with the Registrar (as defined in the *Societies Act* (Alberta))

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BYLAWS

Preamble

The Trails West Hockey Association (the "Association") is a society incorporated under the *Societies Act* (Alberta), as amended, restated, replaced or re-enacted from time to time (the "Act") on July 23, 1980. Its boundaries shall be as determined by the Minor Hockey Association of Calgary, or its successor ("Hockey Calgary") from time to time.

1. Membership

1.01 Each of the following is eligible to be a member of the Association (a "Member"):

- (a) a hockey player that has attained 18 years of age and that is current in the payment of the Membership Fee (as defined below), unless such payment has been waived by the board of directors of the Association (the "Board");
- (b) an adult parent or guardian of a hockey player which has not attained 18 years of age and that is current in the payment of the Membership Fee, unless such payment has been waived by the Board; and
- (c) an individual awarded honorary memberships on the recommendation of the Board.

1.02 The Board by a majority vote of those present, may deny membership to any individual or entity listed above for any cause which the Board determines would be detrimental to the Association, including but not limited to: repeated disciplinary suspensions and/or verbal and/or physical abuse of any Member, volunteer or minor participant of the Association, referee, Hockey Calgary official or member or participant of any other hockey association in Calgary.

1.03 The Association membership fee (the "Membership Fee") shall be paid in each year and shall be the registration fee for each hockey player, as determined by the Board prior to each hockey season.

1.04 Each Member shall be entitled to:

- (a) attend at annual general meetings and special meetings of the Members;
- (b) stand for election as a director of the Association (a "Director"); and
- (c) one vote on any matter to be voted upon by the Members.

1.05 A Member may withdraw or resign from the Association by notice in writing to the Board and will not be refunded such Member's Membership Fee, in whole or in part, unless otherwise authorized by the Board.

- 1.06 The Board shall have the power, by a resolution passed by 75% of the Directors present at a meeting called for such purpose, to expel any Member whose conduct shall be determined by the Board to be improper, unbecoming, or likely to have an adverse effect on or endanger the interests or reputation of the Association, who willfully commits a breach of the bylaws, policies or procedures of the Association or the bylaws or playing rules of Hockey Calgary, or for any cause which the Board deems reasonable. Notwithstanding the foregoing, no Member shall be expelled without being first notified of the complaint in writing and given the opportunity to be heard by the Board at a meeting of the Board called for such purpose. A determination of the Board is final and binding and there shall be no appeal of any expulsion to the Members or any other entity.
- 1.07 Any Member who is expelled from the Association shall forthwith forfeit all rights, claims, interest and privileges arising from, or associated with, such Member's membership in the Association.
- 1.08 Annual general and special meetings of Members shall be called by the Board and shall be held in Alberta. Notice of a meeting of the Members shall be given not less than 21 days prior to the meeting and may be given by mail, email or posted on the website of the Association. The quorum for a meeting of the Members shall be 12 Members in good standing, entitled to vote. Unless otherwise provided in the bylaws of the Association or the Act, all resolutions and matters to be considered at the meeting, including the election of Directors shall be approved and passed by a majority of the Members present in person at the meeting. All Members shall vote in person at meetings, unless the Board authorizes the use of proxies in respect of a particular meeting or resolution.
- 1.09 The Association shall maintain a register of Members containing the names of the applicants for incorporation of the Association and of every person who is admitted as, and continues to be, a Member.

2. Board of Directors

- 2.01 The Board shall, subject to the bylaws of the Association and the Act, have full control and management of the affairs of the Association.
- 2.02 The Board shall consist of not less than seven and not more than 17 Directors. Certain of the Directors shall also hold the offices of president (the "President"), treasurer (the "Treasurer"), vice-president, operations (each, a "Vice-President, Operations") of the Association and, provided that the individual that last served as the President remains a Director and agrees to accept the office, past president of the Association (the "Past President"). The President, the Treasurer, each Vice-President, Operations, unless otherwise directed by the Board, the Past President, along with such other officers as may be determined by the Board from time to time shall be the executive officers of the Association (the "Executive Officers") and the Executive Officers shall together form the executive committee of the Association.
- 2.03 Each Member in good standing is eligible to be nominated for election as a Director at an annual general meeting of Members or a special meeting of the Members called for the

purpose of electing Directors. An individual elected or appointed a Director becomes a Director if such individual is present at the meeting when being appointed or elected, and did not refuse the appointment or if not present at the meeting, consented in writing to act as a Director prior to the appointment or election or within 10 days after the appointment or election.

- 2.04 Except as otherwise contemplated herein, each Director will hold office until the second annual general meeting following the meeting at which they were elected. To effect the staggering of terms, it is anticipated that one-half of the Directors will be elected in alternating years. Notwithstanding the foregoing, the Board may, by resolution, vary from this approach in order to better effect the staggering of terms.
- 2.05 Provided there is a quorum of Directors remaining in office, the Board may appoint additional Directors between meetings of Members to fill any vacancies or to achieve the maximum number of Directors permitted under these bylaws. If there is not a quorum of Directors remaining in office, the Board shall immediately call a special meeting of the Members to elect Directors to fill vacancies. Such Directors will hold office until either the next annual general meeting or the second annual general meeting following their election, as determined by the Board in order to, to the extent practicable, stagger the terms of the Directors in the manner contemplated in Section 2.04.
- 2.06 A Director may resign as a Director by giving written notice to the Board. Any Director which is absent from three consecutive Board meetings without reasonable excuse or is absent from six Board meetings in any 12 month period without reasonable excuse shall be deemed to have resigned and vacated such Director's office. The Board shall have the power to remove or expel a Director whose conduct shall have been determined by the Board to be improper, unbecoming, detrimental or likely to have an adverse effect on or endanger the interests or reputation of the Association, by a resolution passed by 75% of those present at a meeting called for such purpose. The Director whose conduct is under consideration shall not be entitled to vote on such resolution. Notwithstanding the foregoing, no Director may be removed or expelled without first being notified of the complaint in writing and provided with an opportunity to be heard by the Board at a meeting called for that purpose.
- 2.07 Meetings of the Board shall be held at such place in Alberta and time and on such day as the President or any two Directors may determine. Notice of Board meetings shall be given to each Director not less than 48 hours before the time when the meeting is to be held, which notice may be given in person, by mail, telephone, facsimile or email. Notice may be waived provided that all Directors consent to such waiver. The quorum for a Board meeting shall be a majority of the Directors in office at such time. At all Board meetings every question shall be decided by a majority of the votes cast of the Directors entitled to vote on the question and in case of an equality of votes the President shall be entitled to a second or casting vote.
- 2.08 A Director may participate in a Board meeting or any meeting of a committee of the Association (a "Committee") by means of telephone or other communication facilities that permit all persons participating in any such meeting to hear each other.

- 2.09 The Board may create ad hoc and other Committees. Subject to Section 3.01(a), the members of such Committees need not be Directors, except that if the Association has an audit Committee (the "Audit Committee"), the chairperson of the Audit Committee must be a Director and all members of the Audit Committee must all be financially literate.
- 2.10 A resolution in writing signed by not less than 75% of the Directors entitled to vote on such resolution at a meeting of Directors or Committee is as valid as if it had been passed at a meeting of Directors or Committee duly called and constituted.

3. Officers

3.01 The following Executive Offices shall be held by Directors of the Association:

- (a) **President** - The President shall co-ordinate the overall functioning of the Board and Association and shall be ex-officio a member of all Committees. In the absence of a Chairperson (as defined below) or such other Director appointed by the Board from time to time to chair meetings of the Board, the President shall serve as the chairperson at Board meetings.
- (b) **Treasurer** - The Treasurer shall be responsible for the financial affairs and financial reporting of the Association. The Treasurer shall: (i) receive all monies paid to the Association; (ii) be responsible for the deposit and investment of such monies with the Association's Financial Institutions (as defined below); (iii) ensure all disbursements are properly authorized prior to payment, prepare cheques and obtain the required signatures; (iv) be responsible for all banking transactions, safety deposit boxes, cash assets, bonds and other assets; (v) properly account for the funds of the Association; (vi) keep such books as may be directed; (vii) present a full detailed account of receipts and disbursements and a financial report to the Board when requested, including, without limitation, at Board meetings; (viii) be responsible for the preparation and submission of audited financial statements at annual general meetings and/or special meetings of Members; and (ix) be responsible for the preparation of an annual budget. The Treasurer shall report to the President.
- (c) **Vice-President, Operations** - One or more individuals shall be appointed to the position of Vice-President, Operations who shall be responsible for the operational aspects of the hockey program for the Association for specified age groups determined by the Board and who shall report to the President.
- (d) **Past President** - To the extent that there is a Past President (as contemplated by Section 2.02 above), the Past President's primary role as an officer of the Association is to provide advice and continuity to the President and the Board.

- 3.02 The Board may appoint individuals that need not be Directors, to hold the following offices as well as such other positions and offices as the Board may determine are necessary or desirable from time to time:
- (a) **Secretary** - The Secretary shall keep accurate minutes of all meetings of the Board and Members and shall be responsible for the maintenance of the minute book and corporate records of the Association and custody of the seal (if any) of the Association. The Secretary shall report to the President, Chairperson and Board.
 - (b) **Registrar** - The Registrar shall be responsible for maintaining the register of Members, and the collection and receipt of the annual membership fees.
- 3.03 The chairperson of the Board (the "Chairperson") shall be elected by the Board from among the Directors including, without limitation, any Director that serves as the President.
- 3.04 Nothing herein shall be interpreted to require any of the offices or positions to be filled at any time or at all times and the Board may, in its sole and absolute discretion, create additional or different offices, change the titles of the offices, as well as the roles and responsibilities of each office. An individual may hold more than one office at the same time and the term of office for all officers shall be determined by the Board.

4. Financial Matters

- 4.01 The financial statements of the Association shall be audited annually by a qualified accountant appointed by the Board.
- 4.02 The Association shall present at annual general meetings and/or special meetings of Members the audited financial statements, setting out the Association's income, disbursements, assets and liabilities, accompanied by a report signed by the Association's auditor.
- 4.03 The banking business of the Association, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time by resolution (each a "Financial Institution") and all such banking business, or any part thereof, shall be transacted on the Association's behalf by such one or more officers of the Association and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent herein and therein provided.
- 4.04 The Association may borrow or raise or secure the payment of money in such manner as it deems fit or necessary, provided that any amount in excess of 3% of the current approved budget shall require the approval of the Board. Any debt in excess of 10% of the current approved budget must be approved by a majority of the Members attending a meeting called for such purpose and entitled to vote thereat and the issuance of debentures must be approved by a Special Resolution (as defined below).

4.05 No Director or officer shall receive remuneration for their services in such capacity, but are entitled to be reimbursed for reasonable receipted expenses incurred with the prior approval of the President, Treasurer or Board.

5. Miscellaneous

5.01 The Association shall, subject to Section 5.02 below, indemnify and save harmless each Director or officer of the Association, each former Director or officer of the Association (the "Indemnified Parties") and each of such Indemnified Party's heirs and legal representatives to the fullest extent permitted by applicable law from and against all Expenses (as defined below) sustained or incurred by the Indemnified Party or the Indemnified Party's heirs or legal representatives in respect of any civil, criminal, administrative, investigative or other Proceeding (as defined below) to which the Indemnified Party is made a party by reason of being or having been a Director or an officer of the Association.

For the purposes of this Article 5:

- (a) "Expenses" means all costs, charges, damages, awards, settlements, liabilities, fines, penalties, statutory obligations, professional fees and retainers and other expenses of whatever nature or kind, provided that any such costs, charges, professional fees and other expenses shall be reasonable; and
- (b) "Proceeding" will include a claim, action, demand, suit, proceeding, inquiry, hearing, discovery or investigation, of whatever nature or kind, whether anticipated, threatened, pending, commenced, continuing or completed, and any appeal, whether or not brought by the Association.

The indemnification contemplated above will, subject to applicable law, apply without reduction to an Indemnified Party and such Indemnified Party's heirs and legal representatives provided that:

- (c) the Indemnified Party acted honestly and in good faith with a view to the best interests of the Association; and
- (d) in the case of a criminal or administrative Proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing the Indemnified Party's conduct was lawful.

To the extent that prior court approval is required in connection with any indemnification obligation of the Association hereunder, the Association will seek and use all reasonable efforts to obtain that approval as soon as reasonably possible in the circumstances.

5.02 Notwithstanding Section 5.01, the indemnification contemplated by Section 5.01 will not apply to:

- (a) claims initiated by the Indemnified Party against the Association except for claims relating to the enforcement of indemnification under these bylaws or any

indemnification agreement entered between the Indemnified Party and the Association; and

- (b) claims initiated by the Indemnified Party against any other person or entity unless the Association has joined with the Indemnified Party in or consented to the initiation of that claim.
- 5.03 Contracts, documents or instruments in writing requiring execution by the Association may be signed by any two Executive Officers or Directors, with or without affixing the seal (if any) of the Association, and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Association to sign and deliver contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in these bylaws shall include, without limitation, deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds (including specifically but without limitation transfers and assignments of shares, warrants, bonds, debentures or other securities), bonds, debentures and other securities or security instruments of the Association and all other writings.
- 5.04 A Member may inspect the articles and bylaws of the Association, and any amendments thereto, minutes of meetings and resolutions of Members, copies of all notices filed with the Registrar (as defined in the Act), the register of Members and the financial statements of the Association upon giving reasonable written notice and arranging a time and place satisfactory to the Executive Officer or Executive Officers having charge of such records. Each Director shall at all times have access to all books and records of the Association.
- 5.05 The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws.
- 5.06 No error or omission in giving any notice to any Member, Director, officer or auditor or the non-receipt of any notice by any Member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 5.07 Subject to the Act, these bylaws may be rescinded, altered, amended or added to by a Special Resolution.
- 5.08 In these bylaws, words importing the singular number only shall include the plural and vice versa; words importing persons shall include, without limitation, an individual, partnership, association, body corporate, executor, administrator or legal representative and any number or aggregate of persons; and "Special Resolution" shall have the meaning set forth in the Act.